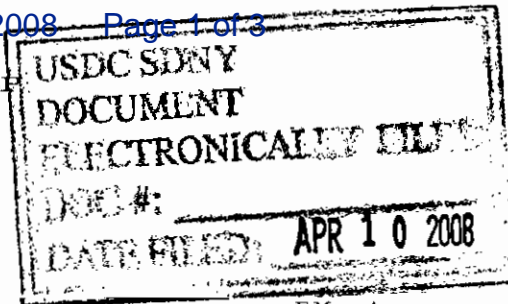


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(212) 455-2000

FACSIMILE (212) 455-2502



DIRECT DIAL NUMBER

212-455-3203

**MEMORANDUM ENDORSED**

The ECF system provides notice of the entry of this Order to each party that has both entered an appearance in this case and registered with ECF. The ECF-registered attorneys are responsible for providing notice to any co-counsel whose e-mail addresses are not reflected on the ECF docket for this case, and Plaintiff's counsel, upon receiving notice of this Order, is hereby ordered to fax or otherwise deliver promptly a copy to all parties who are not represented by ECF-registered counsel. A certificate of such further service shall be filed within 5 days from the date hereof. Counsel who have not registered for ECF are ordered to register immediately as filing users in accordance with the Procedures for Electronic Case Filing.

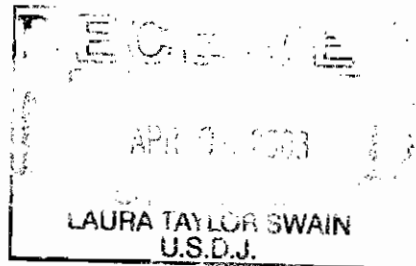
jwayland@stblaw.com

**BY HAND DELIVERY**

April 8, 2008

Re: Hinds County, Mississippi v. Wachovia Bank N.A. et al.,  
(08 Civ. 2516) (LTS) (JCF)

The Honorable Laura T. Swain  
Federal District Judge  
United States District Court  
Southern District of New York  
United States Courthouse  
500 Pearl St., Room 755  
New York, N.Y. 10007



Dear Judge Swain:

We represent JPMorgan Chase & Co. in connection with the above referenced case.<sup>1</sup> We write to request that the Court amend the Initial Conference Order dated April 2, 2008 (the "Initial Conference Order") to adjourn the date of the initial conference. Specifically, we request that the Court postpone the initial conference pending a determination by the Judicial Panel on Multidistrict Litigation (the "MDL Panel") concerning the proper venue for this suit. It is our understanding that 27 of the other 34

<sup>1</sup> JPMorgan Chase & Co. has yet to be served with a complaint in this suit. In submitting this application, JPMorgan Chase & Co. reserves all defenses in this suit, including defenses and objections based on personal jurisdiction and lack of proper service of process.

SIMPSON THACHER &amp; BARTLETT LLP

The Honorable Laura Swain

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April 7, 2008

defendants named in this action join in this application.<sup>2</sup> In addition, we have conferred with local counsel for plaintiffs and they consent to this request.

The above-referenced case is an alleged antitrust action against numerous corporate defendants. Another similar suit is pending in the Southern District of New York,<sup>3</sup> and two other related cases are pending in the District Court for the District of Columbia.<sup>4</sup> There is currently pending before the MDL Panel a motion to transfer and consolidate these cases to the District Court for the District of Columbia.<sup>5</sup> To our knowledge, all of the parties in the several suits agree that transfer and consolidation of

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<sup>2</sup> The following named defendants join in this application: Wachovia Bank N.A., AIG Financial Products Corp.; AIG SunAmerica Life Assurance Co.; Bear Stearns & Co., Inc.; Financial Security Assurance Holdings, Ltd.; Financial Security Assurance, Inc.; Financial Guaranty Insurance Company; GE Funding Capital Market Services, Inc.; Trinity Funding Co., LLC; Genworth Financial Inc.; Natixis S.A. f/k/a Ixis Corporate and Investment Bank; Merrill Lynch & Co., Inc.; Morgan Stanley; National Westminster Bank PLC; Societe Generale SA; UBS AG; XL Asset Funding Company LLC; XL Life Insurance & Annuity, Inc.; Natixis Funding Corp. f/k/a CDC Funding Corp.; Investment Management Advisory Group, Inc.; CDR Financial Products; Winters & Co. Advisors, LLC; First Southwest Company; Packerkiss Securities, Inc.; Shockley Financial Corp.; Sound Capital Management, Inc.; and Morgan Keegan & Co., Inc. Given the short period of time, we have not been able to contact the remaining defendants concerning this application.

<sup>3</sup> See *Haywood County, Tennessee v. Bank of America, et al.*, S.D.N.Y. No. 08-CV-3002. This case is currently unassigned.

<sup>4</sup> See *Fairfax County, Virginia et al. v. Wachovia Bank, N.A. et al.*, D.D.C. Case No. 1:08-cv-00432 (JR); *Fairfax County, Virginia et al. v. Bank of America N.A.*, D.D.C. Case No. 1:08-cv-00433 (JR).

<sup>5</sup> See Plaintiff Fairfax County, Virginia's Revised Notice of Motion and Motion for Transfer of Related Actions to the District of Columbia Pursuant to 28 U.S.C. § 1407 For Consolidated Pretrial Proceedings.

SIMPSON THACHER &amp; BARTLETT LLP

The Honorable Laura Swain

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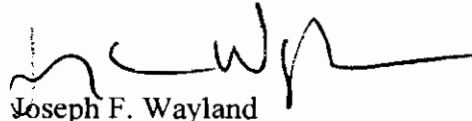
April 7, 2008

these actions in one district is appropriate. The sole disagreement is the relevant forum – the District of Columbia or New York.

The purpose of a Multidistrict Litigation transfer is to conserve judicial resources, in part by preventing premature and potentially wasteful judicial action. *See, e.g., In re Computervision Corp. Secs. Litig.*, 814 F. Supp. 85, 86 (J.P.M.L. 1993) (centralization and transfer is necessary to “prevent inconsistent pretrial rulings . . . and conserve the resources of the parties, their counsel and the judiciary.”). Until the MDL Panel makes its determination concerning the appropriate venue of this case, an initial conference would be premature and wasteful of this Court’s valuable resources. For example, if the MDL Panel transfers all cases to the District Court for the District of Columbia, there would have been no need for any conference. Alternatively, if the MDL Panel determines that the Southern District of New York is the proper venue, this Court would then need to revisit any orders or deadlines that might otherwise be set at the currently scheduled conference.

Thus, defendants request that the Court amend its Initial Conference Order to adjourn the currently scheduled June 20, 2008 conference date pending the MDL Panel’s determination of the proper venue for this suit. We are available, at the Court’s convenience, to discuss any of these issues.

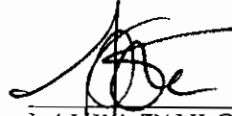
Respectfully submitted,



Joseph F. Wayland

cc: All counsel on attached service list

The June 20, 2008, conference date is adjourned pending further order of the Court. SO ORDERED.



4/10/08  
LAURA TAYLOR SWAIN  
UNITED STATES DISTRICT JUDGE